

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**URGENT MOTION OF THE OFFICIAL COMMITTEE OF
RETIRED EMPLOYEES OF THE COMMONWEALTH OF PUERTO RICO
FOR (I) LEAVE TO FILE A SUPPLEMENTAL OPPOSITION TO (A) THE
PARTIAL JOINDER OF AMBAC ASSURANCE CORPORATION TO
MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 3013 [DKT. 12691]
AND (B) THE PARTIAL JOINDER STATEMENT IN SUPPORT OF
ASSURED GUARANTY CORP., ASSURED GUARANTY MUNICIPAL CORP., AND
INVESCO FUNDS WITH RESPECT TO MOTION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS UNDER FEDERAL RULE OF BANKRUPTCY
PROCEDURE 3013 [DKT. 12687], AND (II) SETTING APRIL 13, 2020 AT
4:00 P.M. AST AS THE DEADLINE TO FILE THE SUPPLEMENTAL OPPOSITION**

¹ The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801).

The Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) files this Urgent Motion (the “**Urgent Motion**”) for an order (i) granting the Retiree Committee leave to file a supplemental opposition (the “**Supplemental Opposition**”) to (a) the *Partial Joinder of Ambac Assurance Corporation to Motion of Official Committee of Unsecured Creditors Pursuant to Federal Rule of Bankruptcy Procedure 3013 for Entry of an Order Reclassifying Class 39A and Class 41 Claims Under Oversight Board's Plan of Adjustment Dated February 28, 2020* [Dkt. No. 12691] (the “**Ambac Joinder**”); and (b) the *Partial Joinder and Statement in Support of Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Invesco Funds with Respect to Motion of Official Committee of Unsecured Creditors Pursuant to Federal Rule of Bankruptcy Procedure 3013 for Entry of an Order Reclassifying Class 39A and Class 41 Claims Under Oversight Boards Plan of Adjustment dated February 28, 2020* [Dkt. 12687] (the “**Assured Joinder**,” and with the Ambac Joinder, the “**Monoline Joinders**” filed by the “**Monolines**”); and (ii) setting April 13, 2020 at 4:00 p.m. AST as the Retiree’s Committee’s deadline to file its Supplemental Opposition. In support of this Urgent Motion, the Retiree Committee states:

BACKGROUND

1. On March 3, 2020, the Official Committee of Unsecured Creditors (the “**UCC**”) filed the *Motion Of Official Committee Of Unsecured Creditors Pursuant To Federal Rule Of Bankruptcy Procedure 3013 For Entry Of An Order Reclassifying Class 39A And Class 41 Claims Under Oversight Board’s Plan Of Adjustment Dated February 28, 2020* [Dkt. 11989] (the “**UCC Motion**”).

2. On April 3, 2020, the Court entered an order [Dkt. 12670] (“**Deadline Extension Order**”) setting (i) April 13, 2020 at 4:00 p.m. AST as the deadline for the Financial Oversight and Management Board (the “**FOMB**”) and the Puerto Rico Fiscal Agency and Financial Advisory

Authority (“AAFAF”) to respond to the UCC Motion, and (ii) April 17, 2020 at 4:00 p.m. AST as the deadline for the UCC to file a reply in support of the UCC Motion.

3. On April 7, 2020, the Retiree Committee filed its objection [Dkt. 12684] (the “**Retiree Committee Objection**”) to the UCC Motion.

4. Also on April 7, 2020, but after the Retiree Committee filed the Retiree Committee Objection, the Monolines filed the Monoline Joinders.

5. The Monoline Joinders raise arguments that are distinct from the UCC Motion, including but not limited to: (i) the nature of the Retiree Committee constituents’ claims (*see* Ambac Joinder ¶ 9), (ii) section 301(e) of PROMESA (Assured Joinder ¶¶ 13-14), (iii) alleged gerrymandering of classes in the Plan (Assured Joinder ¶¶ 20-25), and (iv) the appropriate classification of revenue bond claims (Ambac Joinder ¶¶ 10-14).

6. On April 7, 2020, the Monolines requested that the Court set April 17, 2020 as the deadline by which they may file a reply in support of the UCC Motion. [Dkt. 12688.] On April 8, 2020, the Court approved the request. [Dkt. 12696.]

RELIEF REQUESTED

7. The Retiree Committee respectfully requests leave to respond to the Monoline Joinders no later than April 13, 2020 at 4:00 p.m. AST.

BASIS FOR RELIEF

8. The Monoline Joinders raise a host of unique arguments affecting the Retiree Committee’s constituents that the Retiree Committee should be permitted to address. Absent the requested relief, the Retiree Committee will have no opportunity to do so.

9. The Retiree Committee requests the opportunity to file a Supplemental Opposition to the Monoline Joinders no later than April 13, 2020 at 4:00 p.m. AST, which is the deadline for the FOMB and AAFAF to respond to the UCC Motion. Because the Supplemental Objection will

be filed by the deadline for the FOMB's and AAFAF's objections, it will not prejudice the ability of the UCC or the Monolines to address the Retiree Committee's arguments in their respective reply papers.

**CERTIFICATION UNDER LOCAL RULE 9013-1 AND SECTION I.H OF THE
ELEVENTH AMENDED CASE MANAGEMENT PROCEDURES**

10. In accordance with Local Rule 9013-1(a), the Retiree Committee certifies that it has carefully examined the matter and concluded that there is a true need for the Court to grant the relief requested in the Urgent Motion to provide the Retiree Committee with a sufficient and appropriate opportunity to respond to the Monoline Joinders.

11. The Retiree Committee further certifies that it has not created the urgency through a lack of due diligence. The Retiree Committee has attempted to contact counsel for the UCC and Monolines to obtain their consent to the relief requested in the Urgent Motion. Counsel for the UCC has not confirmed whether the UCC does or does not consent, and the Retiree Committee had received no response from counsel for the Monolines. The Retiree Committee consents to the Court's entry of an order granting the relief requested in the Urgent Motion without the need for hearing.

12. In accordance with Section I.H. of the Eleventh Amended Case Management Procedures [Dkt. 11885-1], the Retiree Committee certifies that it has engaged in reasonable, good-faith communications with interested parties.

WHEREFORE, the Retiree Committee respectfully requests the Court grant the Retiree Committee leave to respond to the Monoline Joinders no later than April 13, 2020 at 4:00 p.m. AST.

Dated: April 9, 2020

JENNER & BLOCK LLP

By:

/s/ Robert Gordon

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Respectfully submitted,

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